

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Annexon, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-5414423
(I.R.S. Employer
Identification No.)

1400 Sierra Point Parkway, Bldg C, Suite 200
Brisbane, California 94005
(650) 822-5500

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Douglas Love, Esq.
President and Chief Executive Officer
1400 Sierra Point Parkway, Bldg C, Suite 200
Brisbane, California 94005
(650) 822-5500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jennifer Lew
Chief Financial Officer
Annexon, Inc.
1400 Sierra Point Parkway, Bldg C, Suite 200
Brisbane, California 94005
Telephone: (650) 822-5500

Kathleen M. Wells
Brian J. Cuneo
Richard Kim
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective on filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Post-Effective Amendment No. 3, or this Amendment, to the Registration Statement on Form S-3 (File No. 333-258863) of Annexon, Inc., or the Company, is being filed as an exhibit-only filing solely to file an updated consent of KPMG LLP as Exhibit 23.1, or the Consent. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page to the Registration Statement and the Consent. The prospectus, the prospectus supplement and the balance of Part II of the Registration Statement are unchanged and have been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference to Filings Indicated			Provided Herewith
		Form	Exhibit No.	Filing Date	
1.1*	Form of Underwriting Agreement.				
1.2	Sales Agreement, dated August 16, 2021, by and between Annexon, Inc. and Cowen and Company, LLC.	10-Q	10.1	8/16/21	
3.1	Amended and Restated Certificate of Incorporation.	8-K	3.1	7/28/20	
3.2	Amended and Restated Bylaws.	8-K	3.2	7/28/20	
4.1	Reference is made to Exhibits 3.1 through 3.2 .				
4.2	Form of Common Stock Certificate.	S-1	4.2	7/2/20	
4.3*	Form of Preferred Stock Certificate.				
4.4	Form of Indenture.	S-3	4.4	8/16/21	
4.5*	Form of Note.				
4.6*	Form of Warrant.				
4.7*	Form of Warrant Agreement.				
4.8*	Form of Unit Agreement.				
4.9	Amended and Restated Investors' Rights Agreement, dated as of June 30, 2020, by and among Annexon, Inc. and the investors listed therein.	S-1	10.1	7/2/20	
5.1	Opinion of Latham & Watkins LLP.	POS AM	5.1	3/2/22	
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).	POS AM	5.1	3/2/22	
24.1	Powers of Attorney (incorporated by reference to the signature page to the Post Effective Amendment No. 1 to the Registration Statement on Form S-3 filed on March 1, 2022).				
25.1*	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of the trustee, as trustee under the indenture filed herewith.				
107.1	Filing Fee Table.	POSASR	107.1	3/1/22	

* To be filed by amendment or incorporated by reference in connection with the offering of the securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Brisbane, California, on May 3, 2022.

ANNEXON, INC.

By: /s/ Douglas Love, Esq.

Douglas Love, Esq.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Douglas Love, Esq.</u> Douglas Love, Esq.	President and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 3, 2022
<u>/s/ Jennifer Lew</u> Jennifer Lew	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	May 3, 2022
<u>*</u> Thomas G. Wiggans	Chairperson of the Board of Directors	May 3, 2022
<u>*</u> William H. Carson, M.D.	Director	May 3, 2022
<u>*</u> Jung E. Choi	Director	May 3, 2022
<u>*</u> Bettina M. Cockroft, M.D.	Director	May 3, 2022
<u>*</u> Muneer Satter	Director	May 3, 2022
<u>*</u> William D. Waddill	Director	May 3, 2022

*By: /s/ Jennifer Lew
Jennifer Lew
Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 1, 2022, with respect to the consolidated financial statements of Annexon, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

San Francisco, California

May 2, 2022